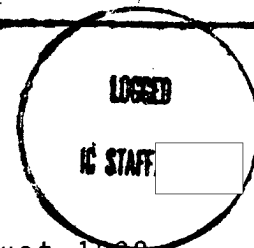




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MS # 55424-88



29 August 1988

STAT

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Lockheed Corp.

EXECUTIVE

VICE PRESIDENT

John E. Morrison, Jr.

SECRETARY/TREASURER

William H. Parsons

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Lt. General Edward Heinz USAF
Director
Intelligence Community Staff
P.O. Box 90828
Washington, D.C. 20090-0828

Dear Ed:

This is to notify you that at the meeting of the Board of Directors to be held on 20 September, 1988, the Board will consider a motion to amend Article Five of the By-laws in order to provide that, in the event the annual meeting of the membership shall fail to elect the full number (currently 20) of directors provided by the By-laws, any positions of director not filled at such annual meeting may be filled by the Board of Directors, any director so elected by the Board to serve until the next annual meeting of the membership.

The background of this amendment is as follows. At the meeting of the Board of Directors held on 28 June 1988, the Board adopted a resolution naming M/Gen Harry Soyster to a position on the Board left vacant as the result of the election of only 19 directors at the last general meeting of the membership. Our General Counsel has informed us that this action was not authorized by the By-laws as they currently exist. The proposed amendment will rectify the situation and enable the Board to elect M/Gen Soyster to the vacant position at the 20 September meeting.

As you are already aware, Gen. Soyster has indicated his willingness to serve.

Sincerely,

Will
William H. Parsons
Executive Secretary

Encl.

RESOLUTION OF DIRECTORS AMENDING
THE BYLAWS

Resolved that the Board of Directors of the Security Affairs Support Association, Inc., a corporation of the state of Maryland, deems that the Bylaws shall be, and hereby are, amended, changed and altered as follows:

The following paragraph is added to the end of Article Five, Section 2:

"If at an annual meeting of the members there are less than the authorized number of directors elected, then the Board of Directors shall have the authority to fill the remaining directorship(s) by appointment. The term of each director so appointed shall be until the next annual meeting of the members."